

tdps is relations

September 25, 2015

The Corporate Service Department

BSE Limited
P J Towers
Dalal Street
Mumbai - 400001

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza
Bandra- Kurla Complex
Bandra (East)
Mumbai 400051

Sirs,

Sub: - Disclosure under Clause 35A of the Listing Agreement

Ref: BSE Stock code: 533553 and NSE stock code TDPOWERSYS

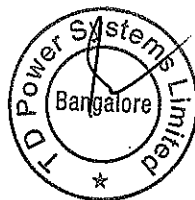
Further to our letter dated September 23, 2015, in accordance with the Clause 35A of the Listing Agreement, we enclose the results of Voting (e voting and Poll) in respect of subjects transacted at the 16th Annual General Meeting (AGM) held on Wednesday, September 23, 2015 at Hotel Le Meridien, No. 28, Sankey Road (Opp. Bangalore Golf Course), Bangalore 560 052, Karnataka, India in terms of the Notice dated August 06, 2015.

Kindly take the above on record.

Thanking You,

For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary



TD Power Systems Limited

(CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:
27, 28 and 29, KIADB Industrial Area
Dabaspet, Nelamangala Taluk
Bengaluru Rural District
Bengaluru - 562 111 India

Tel +91 80 229 95700 / 6633 7700

Fax +91 80 7734439 / 2299 5718

Mail tdps@tdps.co.in

www.tdps.co.in

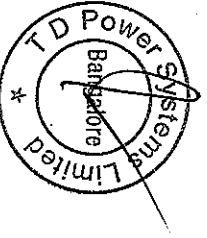
TD POWER SYSTEMS LIMITED

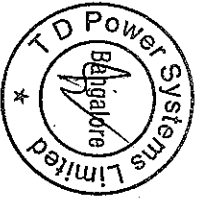
Reg office: # 27, 28 & 29, KIADB Industrial Area, Dabaspet, Nelamangala Taluk, Bangalore- 562111

Clause 35A: Voting Results

Annexure A

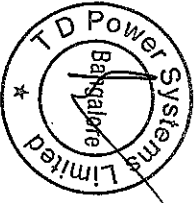
Sl. No.	Description	Particulars	In person	Proxy	Total
A	Date of the AGM	September 23, 2015			
B	Book Closure date	September 17, 2015 to September 23, 2015 (both days inclusive).			
C	Total number of shareholders on record date	4187			
D	No. of shareholders present in the meeting either in person or through proxy				
	Shareholders				
	Promoters and Promoter Group	2	0	2	
	Public	43	5 members were represented by 3 proxies	48	
	Total	45	5	50	
E	No. of Shareholders attended the meeting through Video Conferencing				
	Promoters and Promoter Group:	Nil			
	Public:	Nil			





TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 1: Adoption of Financial Statements for the year ended March 31, 2015							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	8137697	75.29%	8137697	0	100%	0%
Public-Others	4463154	241804	5.42%	241804	0	100%	0%
Total (A)	33237588	18471146	55.57%	18471146	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142826	3.20%	142826	0	100%	0%
Total (B)	33237588	4781490	14.39%	4781490	0	100%	0%
Results (A+B)	33237588	23252636	69.96%	23252636	0	100%	0%



TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

Resolution 2: Approval of Dividend for the year
Resolution required: Ordinary Resolution

Mode of Voting: (E-voting)

Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	9698583	0	100%	0%
Public-Others	4463154	241804	5.42%	241804	0	100%	0%
Total (A)	33237588	20032032	60.27%	20032032	0	100%	0%

Mode of Voting: (Poll)

Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142826	3.20%	142826	0	100%	0%
Total (B)	33237588	4781490	14.39%	4781490	0	100%	0%
Results (A+B)	33237588	24813522	74.66%	24813522	0	100%	0%

TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

Resolution 3: Re-appointment Non-executive Director Mr. Mohib Khericha as Director liable to retire by rotation

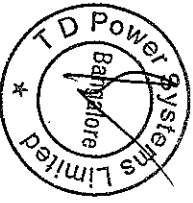
Resolution required: Ordinary Resolution

Mode of Voting: (E-voting)

Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	9698583	0	100%	0%
Public-Others	4463154	241804	5.42%	241804	0	100%	0%
Total (A)	33237588	20032032	60.27%	20032032	0	100%	0%

Mode of Voting: (Poll)

Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142826	3.20%	142826	0	100%	0%
Total (B)	33237588	4781490	14.39%	4781490	0	100%	0%
Results (A+B)	33237588	24813522	74.66%	24813522	0	100%	0%



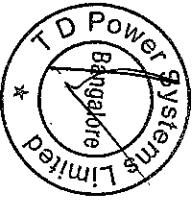
TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

Resolution 4: Appoint M/s. B. K. Ramadhvani & Co. LLP, Chartered Accountants, Bangalore as Auditors and fix their remuneration

Resolution required: Ordinary Resolution

Mode of Voting: (E-voting)							
Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	9698583	0	100%	0%
Public-Others	4463154	241804	5.42%	241804	0	100%	0%
Total (A)	33237588	20032032	60.27%	20032032	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142821	3.20%	142821	0	100%	0%
Total (B)	33237588	4781485	14.39%	4781485	0	100%	0%
Results (A+B)	33237588	24813517	74.66%	24813517	0	100%	0%



TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled

Resolution 5: Appoint Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditor of Company's Japan Branch and fix remuneration
Resolution required: Ordinary Resolution

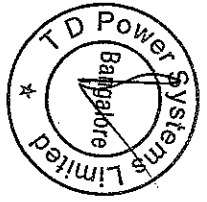
Mode of Voting: (E-voting)

Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	9698583	0	100%	0%
Public-Others	4463154	241799	5.42%	241799	0	100%	0%
Total (A)	33237588	20032027	60.27%	20032027	0	100%	0%

Mode of Voting: (Poll)

Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142821	3.20%	142821	0	100%	0%
Total (B)	33237588	4781485	14.39%	4781485	0	100%	0%
Results (A+B)	33237588	24813512	74.66%	24813512	0	100%	0%

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TD POWER SYSTEMS LIMITED

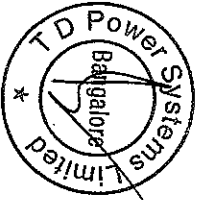
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

Resolution 6: Ratification of payment of remuneration to Cost Auditors.

Resolution required: Ordinary Resolution

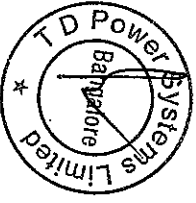
Mode of Voting: (E-voting)

Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	9698583	0	100%	0%
Public-Others	4463154	241804	5.42%	241784	20	100%	0%
Total (A)	33237588	20032032	60.27%	20032012	20	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142821	3.20%	142821	0	100%	0%
Total (B)	33237588	4781485	14.39%	4781485	0	100%	0%
Results (A+B)	33237588	24813517	74.66%	24813497	20	100%	0%



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Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 7: Appointment of Mr. K. G. Prabhakar as a Whole-time Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	9698583	0	100%	0%
Public-Others	4463154	241804	5.42%	241784	20	100%	0%
Total (A)	33237588	20032032	60.27%	20032012	20	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142821	3.20%	142821	0	100%	0%
Total (B)	33237588	4781485	14.39%	4781485	0	100%	0%
Results (A+B)	33237588	24813517	74.66%	24813497	20	100%	0%



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TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled

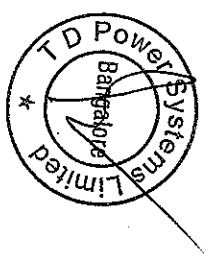
Resolution 8: Revise the Remuneration payable to Mr. Nikhil Kumar, Managing Director
Resolution required: Ordinary Resolution

Mode of Voting: (E-voting)

Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	6760247	2938336	69.70%	30.30%
Public-Others	4463154	241804	5.42%	241784	20	99.992%	0.008%
Total (A)	33237588	20032032	60.27%	17093676	2938356	85.33%	14.67%

Mode of Voting: (Poll)

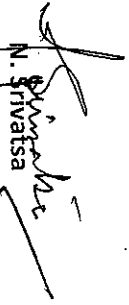
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142821	3.20%	142821	0	100%	0%
Total (B)	33237588	4781485	14.39%	4781485	0	100%	0%
Results (A+B)	33237588	24813517	74.66%	21875161	2938356	88.16%	11.84%



TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 9: Re-appointment of Managing Director and approve remuneration payable							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17965563	10091645	56.17%	10091645	0	100%	0%
Public – Institutional Holders	10808871	9698583	89.73%	8414996	1283587	86.77%	13.23%
Public-Others	4463154	241804	5.42%	150860	90944	62.39%	37.61%
Total (A)	33237588	20032032	60.27%	18657501	1374531	93.14%	6.86%
Mode of Voting: (Poll)							
Promoter and Promoter Group	17965563	4638664	25.82%	4638664	0	100%	0%
Public – Institutional Holders	10808871	0	0%	0	0	0%	0%
Public-Others	4463154	142821	3.20%	142821	0	100%	0%
Total (B)	33237588	4781485	14.39%	4781485	0	100%	0%
Results (A+B)	33237588	24813517	74.66%	23438986	1374531	94.46%	5.54%

For TD Power Systems Limited


N. Srivatsa
Company Secretary

